

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

PERSONALWEB TECHNOLOGIES, LLC,

Plaintiff,

vs.

GOOGLE INC. AND YOUTUBE, LLC,

Defendants.

Civil Action No. 11-cv-656 (LED)

JURY TRIAL DEMANDED

**Declaration of Michael Weiss in Support of
PersonalWeb's Opposition to Defendants' Motion to Transfer Venue**

I, Michael Weiss, hereby declare and state as follows:

1. My name is Michael Weiss. I am over the age of twenty-one and am in all respects competent to make this declaration.

2. I am employed as President and Chief Executive Office of PersonalWeb Technologies, LLC ("PersonalWeb"). I am also the manager of PersonalWeb. I am familiar with the scope of business activities conducted by PersonalWeb and I have personal knowledge of all matters stated in this declaration since my employment with PersonalWeb began in 2010.

3. PersonalWeb, Inc. was incorporated in Smith County in the State of Texas on May 12, 2010. Initially, I and the company's Chief Technology Officer, Wasef Kassis, served as employees of PersonalWeb, Inc., which, until September 2010, operated the software and technology business now operated by PersonalWeb. Effective September 2010 when, in my capacity as manager, I formed PersonalWeb Technologies,

LLC as a Texas limited liability company based in Smith County, we became employees of PersonalWeb Technologies, LLC. PersonalWeb Technologies, LLC now employs and pays all PersonalWeb employees.

4. PersonalWeb has belonged to the Tyler Chamber of Commerce since September 2010.

5. I reside in Tyler, Texas. I have a Texas driver's license and am registered to vote in Texas.

6. I am a member of, and regularly attend the meetings of the Technology Committee of the Tyler Chamber of Commerce. I am also a member of Greater East Texas IT Professionals (GET IT).

7. PersonalWeb's five other full-time employees, including Chief Technology Officer Wasef Kassis, Director of Technology Charles Thomas, and Software Developer Bill Zink all live in Tyler, Texas.

8. PersonalWeb has nine part-time employees including paid student interns, all located in Tyler. PersonalWeb is currently testing its StudyPods product with students from the University of Texas at Tyler through a beta-testing program. PersonalWeb also operates a Capstone project with the University of Texas at Tyler where students help design and create elements of PersonalWeb's products. The first group of University of Texas at Tyler student interns began working for PersonalWeb on February 1, 2011.

9. PersonalWeb's products under development have never been developed anywhere in the United States other than Texas, with its primary software product, Studypods having been conceived and developed in Tyler—using, in part, natural

language software first developed in Israel. All of PersonalWeb's business operations occur in Tyler, Texas. PersonalWeb began development of Studypods on January 6, 2011.

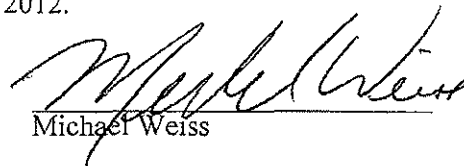
10. PersonalWeb has employed Tyler area residents to provide its accounting services and serve as its architect.

11. All of PersonalWeb's tangible and intangible property, including all of the company's electronic and non-electronic files, books, and records, are located in Tyler. PersonalWeb's main servers reside in a secure Tyler datacenter, PersonalWeb's development servers are located in downtown Tyler, and PersonalWeb's bandwidth for its servers is provided by a local Tyler ISP provider.

12. PersonalWeb acquired eight Truenames patents pursuant to the assignment between Kinetech and PersonalWeb dated July 5, 2011, the closing of which was briefly delayed and occurred prior to the recordation of the assignment of the Truenames Patents with the US Patent office. PersonalWeb recorded the assignment at the U.S. Patent Office on September 2, 2011. At around that time, the documents and records related to the Truenames patents were acquired by PersonalWeb and transferred to PersonalWeb's offices in Tyler. Subsequently, two additional Truenames patents were issued directly to PersonalWeb.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

Executed this 4TH day of April, 2012.


Michael Weiss